

EXHIBIT C

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**UNIVERSITY OF MASSACHUSETTS
BOARD OF TRUSTEES STATEMENT OF UNIVERSITY GOVERNANCE**

I. TRUSTEE POLICY ON UNIVERSITY GOVERNANCE

A. ENDORSEMENT OF AAUP STATEMENTS ON GOVERNANCE

1. The Board of Trustees has all authority, responsibility, rights, privileges, powers and duties of organization and government of the University of Massachusetts as provided in Chapter 75 of the General Laws of the Commonwealth. Nothing in the following statement shall be taken as contravening that authority or any applicable federal or state law or regulation; anything contravening such authority, law or regulation is void.
2. Nevertheless, as an established university discharges its obligations and responsibilities to society by the advancement and dissemination of knowledge, the variety and complexity of its tasks require and ensure the interdependence of the governing board, the administration, the faculty, and the students, as well as other groups. The Board of Trustees has long recognized this interdependence, both among campuses within the system and among the various components within a campus, and now formally adopts the principle of joint effort in governing the University.
3. Joint effort in University governance will take a variety of forms depending on the issue and the situation. The administrative officers or the Board may in some instances propose recommendations for the consideration of the faculty and/or students before taking final action. The faculty and/or students may in other instances propose recommendations subject only to the endorsement of the administration and the Board. In all instances, however, the principle of joint effort requires that components within the University remain sensitive to the interests of other components.
4. The Board of Trustees therefore endorses in principle the 1966 Statement on Government of Colleges and Universities adopted by the American Association of University Professors, the American Council of Education, and the Association of Governing Boards of Universities and Colleges and the 1970 statement on Student Participation in College and University Government formulated by the three aforementioned organizations, insofar as both are consistent with this Trustees' Statement on University Governance. In endorsing these two statements, the Board, while retaining its ultimate legal authority in governing the University, recognizes that the faculty, the students, and other groups within the University have the right, the responsibility, and the privilege of advising on policies affecting the University. The Board will ensure these rights, responsibilities, and privileges through the various governing bodies--both representative bodies such as senates and assemblies, and administrative bodies such as departments, school, and colleges--established by its bylaws and other actions.

B. PRIMARY RESPONSIBILITIES IN GOVERNANCE

1. The Board of Trustees recognizes that while it must exercise general authority over the University, certain components of the University, such as the President's Office, the campus administrations, and the representative and administrative governing bodies of the faculty and the students have, by virtue of interest, training, and experience, a special concern and competence in certain areas. Subject to precedents established by components on each campus and/or the restraints and procedures specified in their constitutions, these components shall have primary responsibility in their areas of special competence and concern. Whenever the phrase "primary responsibility" appears in this statement, it shall mean the capacity to initiate recommendations, after appropriate consultation, in accordance with the procedures specified in section II. D below. Such recommendations will be overruled only by written reasons stated in detail. While it in no way is intended to contravene the authority and participation of the Board of Trustees in governance, the following is a general statement of primary responsibility in the major areas of University life.
2. **ACADEMIC MATTERS:** By virtue of its professional preparation and its central concern with learning and teaching the faculty will exercise primary responsibility in such academic matters as curriculum, subject matter and methods of instruction, research, admissions, libraries, and other aspects of University life which directly relate to the educational process. Students share this concern and they will be assured the opportunity of participating in developing academic policies and in evaluating degrees, programs, and courses.
3. **FACULTY STATUS:** The faculty will have primary responsibility for matters of faculty status, such as appointments, reappointments, promotions, tenure, and salary adjustments. Students will also be assured the opportunity of participating in the evaluation of a faculty member's effectiveness.
4. **STUDENT AFFAIRS:** Students will have primary responsibility for services and activities which are designed primarily to serve students or those which are financed primarily by students, managing student political affairs and organizational matters, and setting standards for student behavior, conduct, and discipline.
5. **PLANNING, DEVELOPMENT AND BUDGET:** The President is responsible for exerting educational leadership in the planning and development of the University, both before the Board of Trustees and on the various campuses. He/she shall coordinate the planning and development on the separate campuses, keep current a University master plan, and ensure that all appropriate components of the University have the opportunity to make recommendations before planning and development decisions are rendered. The President is also responsible for coordinating, preparing, and presenting to the Board of Trustees the University's annual budget request. He/she shall represent the budget request approved by the Board to the Governor and the General Court. The Chancellors are responsible for coordinating, preparing, and presenting to the President budget requests from the campuses. The President is responsible for continually improving the budget process and developing a calendar which allows adequate time for consultation and study by all interested components of the University.

II. RESPONSIBILITIES, DUTIES, FUNCTIONS, AND PROCEDURES OF THE BOARD OF TRUSTEES, THE PRESIDENT, THE CAMPUS ADMINISTRATORS, AND THE CAMPUS GOVERNING BODIES IN UNIVERSITY GOVERNANCE

Consistent with Chapter 15A and pursuant to Chapter 75 of the General Laws of the Commonwealth, the Board of Trustees may establish general policies governing the University. The authority of the Board shall include, but is not limited to, the following specific powers:

A. BOARD OF TRUSTEES

1. The Trustees will consider, upon the recommendation of the appropriate faculty and student governing bodies and/or other appropriate groups, the academic plans, personnel policies, and admissions policies of each campus and of the University as a whole; plans for the establishment of new campuses, schools, institutes, and colleges, and plans for the closing of already established units and programs.
2. The Trustees will consider, upon the recommendation of the appropriate governing body(s), the establishment of degrees.
3. The Trustees will consider the budget requests of the University and the capital outlay budget requests and major amendments thereto. In addition, they will consider new student housing and other loan construction programs, accept gifts, and approve service agreements, rental agreements, and leases. Further, they will consider policies governing the solicitation of grants and research contracts.
4. The Trustees will appoint the President, the Chancellors, the Treasurer, and the Secretary of the University, set their salaries, and periodically evaluate their performance. When appointing the President, the Board will seek nominations from a broadly representative search committee appointed by the Board. The Board will determine the charge to and composition of the search committee after seeking the recommendations of the appropriate campus governing body(s) and, when appropriate, other components of the University. The Board will appoint faculty and student representatives to the search committee upon nomination by the appropriate governing body(s). When appointing a Chancellor, the Board will seek nominations from a broadly representative search committee appointed by the Chair of the Trustees in consultation with the President. The Chair will determine the charge to and composition of the search committee after seeking the recommendations of the appropriate campus governing body(s) and, when appropriate, other components of the University. The Board will appoint faculty and student representatives to the search committee upon nomination by the appropriate governing body(s). The President will recommend two or more candidates to the Board.
5. The Trustees will consider long-range development and design plans for each campus in relation to long-range academic plans and any major amendments to these plans. They will approve consulting architects, landscape architects, executive architects, and the designs for major campuses, consistent with the authority vested in the Department of Capital Planning and Operations.

6. The Trustees will consider all policies concerning the University's relationship with local, state, and federal governments and all policies concerning public information. In this regard the Board will consider policies concerning the University relationship with other segments of higher education.
7. The Trustees will make the final selection of all honorary degree recipients and will name all buildings and facilities.

B. PRESIDENT OF THE UNIVERISTY

- 1 The President is the principal academic and executive officer of the University. He/she will exercise executive authority over the campuses comprising the University subject to the direction of the Board of Trustees. He/she will serve as chief spokesman and interpreter of the University and represent it to the general public and its representatives.
2. The President will be responsible for presenting policy recommendations to the Board of Trustees and ensuring that the campuses develop ways of implementing Trustees' policy. He/She will develop, coordinate, and keep current a master plan of the University. He/She will be responsible for the coordination and preparation of the annual budget request and its presentation to the Board of Trustees and to the Governor and the General Court. He/she will also be responsible for the allocation of the appropriated budget and all other funds.
3. The President will appoint, promote and grant salary adjustments to personnel in the President's Office. He/She will supervise the operations of the officers and staff in the President's Office.
4. The President will appoint the Vice Presidents with the concurrence of the Board of Trustees.
5. The President will appoint members of the faculty to tenure with the concurrence of the Board of Trustees.
6. The President will coordinate the work of all campuses of the University and promote the general welfare of the university as a whole in its several parts. He/she will ensure as much campus autonomy as possible commensurate with achieving the central purposes of the University or fulfilling his/her duties as specified herein. The President will establish and maintain an effective communications system with the University that allows for the prompt identification of needs and problems and their analysis. In particular, the President, in concert with the Chancellors, will ensure that all appropriate components of the University have the opportunity to make recommendations prior to the establishment of policy.
7. The President may refer for investigation and report any matter of institutional concern to administrative staff, governing bodies, faculty, or students. The channel for official communications between the President and the various campus groups in such matter will be through the Chancellor.

C. CAMPUS CHANCELLOR

1. The Chancellor is the chief academic and executive officer of the campus. He/she will exercise executive authority over the campus subject to the direction of the President. He/she will be responsible to the President for administering the various schools, colleges, divisions, departments, and other units on the campus.
2. In the formulation of policy the Chancellor will represent his/her campus to the President and the Board of Trustees, and upon the adoption of policy he/she will ensure its implementation on campus. He/she will develop, coordinate, and present to the President immediate and long-range plans for the campus. The Chancellor will also coordinate, prepare, and present to the President the annual budget request of the campus and oversee campus expenditures.
3. The Chancellor will appoint the Vice Chancellors, the Provosts, and the Deans of the campus upon delegation by the President, set their salaries, and periodically evaluate their performance. When appointing a Vice Chancellor with line responsibilities, a Provost, or a Dean, the Chancellor will seek nominations from a broadly representative search committee. The Chancellor and the appropriate governing body(s), representative and/or administrative, will mutually agree upon the composition and the charge of the search committee. The Chancellor will appoint faculty and student representatives to the search committee upon nomination by the appropriate governing body(s).
4. The Chancellor will appoint, promote, and grant salary adjustments to professional and nonprofessional personnel on campus.
5. The Chancellor will coordinate the work of the various units of the campus and promote the general welfare of the campus as a whole and in its several parts. He/she will ensure as much autonomy as possible to the various units of the campus commensurate with achieving the central purposes of the campus and the University as a whole or fulfilling his/her duties as specified herein. He/she will assist the President in maintaining an effective communications system within the campus that allows for the prompt identification of needs and problems and their analysis. In particular, the Chancellor will assist the President in ensuring that all appropriate components of the campus have the opportunity to make recommendations prior to the establishment of policy.
6. The Chancellor may refer for investigation and report any matter of institutional concern to administrative staff, governing bodies, faculty and students.

D. CAMPUS GOVERNING BODIES

1. Faculty and students may be organized into governing bodies, such as senates and assemblies, departments, schools, and colleges. The constitutions of the major governing bodies must be approved by the Board of Trustees.
2. When appropriate, governing bodies shall have the privilege of recommending policies and procedures affecting the campus and the University as a whole, including, among others matters, academic matters, matters of faculty status, and student affairs. Also when appropriate, governing bodies will have the privilege of contributing to long-range planning, the preparation of the annual budget request, and the allocation of available resources.

3. The Chancellor, the President, and the Board of Trustees may approve recommendations from the campus representative governing bodies at any time. Subject to precedents established by components of each campus and/or the restraints and procedures specified in their constitutions, and in accordance with the preceding statements of primary responsibility (Section I. B of this statement), recommendations adopted by the campus representative governing bodies will become policy unless (1) disapproved or sent back for reconsideration by the Chancellor within twenty working days of receipt of notification from the governing body; (2) disapproved, sent back for reconsideration, or deferred by the President within twenty working days of receipt of notification of the Chancellor's approval or within twenty working days following the expiration of the twenty working-day period for the Chancellor's consideration; (3) disapproved by the President during a special thirty-working-deferral period (if the President chooses to defer his/her decision he/she will notify the governing body; the deferral period will begin at the end of the President's initial twenty-working-day period of consideration); (4) disapproved by the Board of Trustees within these specified time limitations. The governing bodies will notify the Chancellor, the President, and the Board of Trustees of their actions as soon as possible after their adoption. Any matter not acted upon within seventy-working-days of receipt of notification by the Chancellor of an action by a governing body will be taken as approved by the Board of Trustees. When a recommendation is disapproved, the governing body will receive written reasons in detail for the adverse decision.

III. IMPLEMENTATION

Provision for implementing the foregoing policies and procedures of University governance shall be subject to the approval of the Board of Trustees

IV. APPROVAL AND EVALUATION

The Board of Trustees reserves the right to alter, amend or revoke the foregoing Statement on University Governance, in part or whole, at any time. The Board of Trustees will review the foregoing policies and procedures every five years.